

## **RESTATED ARTICLES OF INCORPORATION OF DOMESTIC NONPROFIT CORPORATION**

A corporation may restate in a single certificate the entire text of its articles as amended by filing an officers' certificate, or in circumstances where incorporators may amend a corporation's articles pursuant Sections 5811 and 5815 (public benefit and religious corporations) and Sections 7811 and 7815 (mutual benefit corporations) a certificate signed and verified by a majority of the incorporators.

To restate the articles, it is necessary to prepare and file Restated Articles of Incorporation in compliance with California Corporations Code Sections 5814 (public benefit and religious corporations) and 7814 (mutual benefit corporations).

A sample meeting statutory requirements for most filings is attached. The sample may be used as a guide when preparing documents by making modifications as necessary to meet the specific needs of the amending corporation. Please refer to the above referenced California Corporations Code Sections prior to modification.

**THE FEE FOR FILING RESTATED ARTICLES OF INCORPORATION IS \$30.00.** The Secretary of State will certify two copies of the filed document without charge, **provided that the copies are submitted to the Secretary of State along with the original to be filed.** Additional copies, submitted with the original, are certified upon request and the prepayment of \$8.00 per copy. Nonprofit Public Benefit corporations must also include a copy of the document for transmittal to the Attorney General in compliance with Section 5817, Corporations Code.

A \$15.00 special handling fee is applicable for expedited processing of documents delivered in person, over-the-counter, to the Sacramento office. The \$15.00 special handling fee must be remitted by separate check as it will be **RETAINED WHETHER THE DOCUMENTS ARE FILED OR REJECTED.** The special handling fee does not apply to documents submitted by mail.

These documents are not filed in branch offices. Documents **must** be mailed or hand delivered for over-the-counter processing to the Sacramento office at:

Business Filings  
1500 11th Street  
Sacramento, CA 95814  
Attention: Document Filing Support Unit  
(916) 657-5448

**PLEASE REFER TO THE CORPORATION NUMBER WHEN SUBMITTING  
DOCUMENTS FOR FILING TO ENSURE PROPER APPLICATION**

## INSTRUCTIONS:

To restate the Articles of Incorporation you may use the attached sample as a guide. Restated Articles of Incorporation are most often made by the president and secretary of the corporation and for that reason the sample has been formatted using those officers. If the document will be signed by officers other than the president and secretary, or if the sample does not adequately cover the needs of the corporation, applicable modifications must be made to meet the specific requirements of the corporation. Please refer to California Corporations Code Sections 5810-5820 (public benefit and religious corporations) and Sections 7810-7820 (mutual benefit corporations) prior to modification.

**Paragraph 1** - is to be completed with the name of the corporation **exactly** as the name is of record with the Secretary of State.

**Paragraph 2** - must set forth the entire text of the Articles of Incorporation, as amended.

**NOTE:** If the corporation has not yet filed the statement required by California Corporations Code Section 6210 (public benefit and religious corporations) or Section 8210 (mutual benefit corporations), the Restated Articles must retain the name and address of the initial agent for service of process (and of the initial directors, if included in the original Articles of Incorporation) exactly as stated in the original Articles of Incorporation. If the corporation has filed the required statement, the name and address of the initial agent for service of process (and of the initial directors, if included in the original Articles of Incorporation) must be omitted.

**Paragraph 3** - must show that the amendment and restatement of the articles has been approved by the board of directors.

**Paragraph 4** - must show that the amendment and restatement of the articles has been approved by the required vote of the members or must show that the corporation has no members, whichever statement is applicable.

The certificate must be dated and signed by the persons making the certificate. Each person's name and title of office should be typed directly below their signature.

To expedite processing, documents submitted by mail should be accompanied by a self-addressed envelope and a letter referencing the corporate name and corporate number as well as your own name, telephone number and return address.

## RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of (NAME OF CORPORATION), a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

(HERE TYPE THE ARTICLES AS AMENDED AND RESTATED)

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

**OR**

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: \_\_\_\_\_

(Signature of President)

(Typed Name of President), President

(Signature of Secretary)

(Typed Name of Secretary), Secretary

**NOTE:** Use  
only one of the  
#4 statements!  
DO **NOT** USE  
BOTH  
STATEMENTS.